

BY LAWS OF
NORTH AMERICAN PSYCHOANALYTIC
CONFEDERATION, LTD

Amended October 2022

ARTICLE I

NAME AND OFFICES

Section 1. Name. The name of the organization is North American Psychoanalytic Confederation, LTD. (the "**Corporation**"). The registered office of the Corporation shall be NAPsaC; c/o Spiegel & Utrera, PA, PC; 1 Maiden Lane, 5th floor; New York, NY 10038. The Corporation may also have other offices within and without the State of New York as the Board of Directors (the "**Board of Directors**") may from time to time determine or the business of the Corporation may require.

ARTICLE II

PURPOSES

The purposes for which the Corporation is formed are as set forth in the Certificate of Incorporation, as may be amended from time to time.

ARTICLE III

MEMBERSHIP

Section 1. Membership. Membership in the Corporation shall be open to all International Psychoanalytical Association Societies and Study Groups in the North American region and any additional such groups outside North America as designated by the

IPA that are interested or involved in the Corporation's purposes. The Board of Directors may establish such other criteria for Membership, such as a schedule of dues, as it deems appropriate in its sole discretion.

Section 2. Classes and Qualifications. The Corporation shall have three classes of Members.

Section 2.1. Three-vote Members. A Member with 300 or more registered members shall be a Three-vote Member (a "**Three-vote Member**"). A Three-vote Member is entitled to three votes at any meeting of the Members.

Section 2.2. Two-vote Members. A Member with 150-299 registered members shall be a Two-vote Member (a "**Two-vote Member**"). A Two-vote Member shall be entitled to two votes at any meeting of the Members.

Section 2.3. One-vote Members. A Member with 0-149 registered members shall be a One-vote Member (a "**One-vote Member**"). A One-vote Member shall be entitled to one vote at any meeting of the Members.

Section 2.4. APsaA Member. The American Psychoanalytic Association shall be entitled to the total number of votes held by other Members of the Corporation.

Section 3. Annual Meetings. The annual meeting of the Members (the "**Annual Meeting of the Members**") for the election of Directors and for the transaction of such other business as may come before the Members, including the delivery of a financial statement, shall be held each year at the place, time, and date as may be fixed by the Board of Directors, or, if not so fixed, as may be determined by the President of the Board of Directors. Special meetings of the Members shall be held whenever called by resolution of the Board, the Executive Director, if any, or by a written demand to the Secretary of ten percent (10%) of the Members eligible to vote. The Secretary upon receiving written demand or resolution shall promptly give notice of such meeting as provided in Section 2 of Article IX, or if the Secretary fails to do so within five (5) business days thereafter, any Member signing such demand may give such notice. The President of the Corporation shall preside at the meetings of the Members, or in the absence of the President, an acting President shall be chosen by the Members present. The Secretary of the Corporation shall act as Secretary at all meetings of the Members, or in the absence of the Secretary, an acting Secretary shall be chosen by the Members present.

Section 4. Quorum. At all meetings of Members, all Members eligible to vote, present in person, shall constitute a quorum for the transaction of business. In the absence of a quorum, the Members present in person shall adjourn the meeting from that time until a quorum is present. Notice of the new meeting is not required if the time and place for the new meeting is

announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 5. Actions Requiring Vote of Members. In the event the Board of Directors are unable to reach agreement on or make a decision with respect to any matter on which the Board of Directors are entitled to vote in accordance with the Bylaws, such matter shall require the vote of the Members in accordance with the Bylaws. Matters set forth in Schedule I of these Bylaws will require affirmative vote of a majority of the total votes cast by Members.

Section 6. Action Without a Meeting. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by all the Members. Such consent may be written or electronic. If consent is electronic it must be able to be reasonably determined to have been sent by the Member.

Section 7. Electronic Communication. If the Board of Directors, in its sole discretion, determines that the Annual Meeting of the Members or any special meeting of the members be held solely by means of electronic communication, the platform or service of such meeting shall be the place of the meeting. If the meeting is to be held at a physical location, the Board of Directors may, in its sole discretion, authorize members not physically present, in person or by proxy, at such meeting to participate in the proceedings of such meeting and/or vote or grant proxies with respect to matters submitted to the members at such meeting by means of electronic communication, including e-mail. A member participating in a members' meeting by such means is deemed to be present in person at the meeting.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors, which shall manage, supervise and control the business, property and affairs of the Corporation, except as otherwise expressly provided by law, the Certificate of Incorporation of the Corporation, or these Bylaws.

Section 2. Number and Qualifications. The Board of Directors shall consist of at least three (3) directors. Within the specified limits, the numbers of directors can be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the Entire Board and no decrease shall shorten the term of any director then in office. As used in these by-laws, the term "Entire Board" shall mean the total number of directors entitled to vote which the Corporation would have if there were no vacancies on the Board.

Section 3. Election and Term of Office. The initial directors shall be the persons named in the Certificate of Incorporation and shall serve until the first Annual Meeting of the Members. Thereafter, each Member shall nominate one director to hold office for a term of two years and each shall serve for such term and until the nomination and qualification of a successor, or until such director's death, resignation, or removal. Directors may serve a maximum of two consecutive terms.

Section 4. Qualification. Each director shall be at least 18 years of age.

Section 5. Resignation. Any director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation.

Section 6. Removal. Any director may be removed from such office, with or without cause, by the institutional member that appointed him or her. In addition, a director may be removed with or without cause by the unanimous vote of all remaining directors at any regular or special meeting of the Board called expressly for that purpose.

Section 7. Vacancies. Newly created directorships resulting from an increase in the authorized number of directors may be filled at any meeting of the Board of Directors by the vote of the majority of directors then in office, although less than a quorum, or by a sole remaining director. Vacancies occurring for any reason, including any vacancy occurring by the death, resignation, or removal of a director, shall be filled by the appropriate member institution whose position on the Board is not occupied.

Section 8. Regular Meetings. A regular annual meeting of the Board of Directors of the Corporation shall be held each year, the last Saturday of February. The location, time, day and place may change as designated by the Board of Directors. The Board of Directors shall meet remotely for the rest of the calendar year.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the President of the Corporation or by a majority of the Directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 10. Notice. Notice of the time, day and place of any meeting of the Board of Directors shall be given at least ten (10) days previous thereto, provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than 48 hours before the time at which such meeting is to be held if given personally, by telephone, by facsimile transmission, or by electronic mail, unless the meeting relates to an emergency which must be resolved within forty-eight hours, in which case notice shall be given as promptly as possible. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Any director may waive notice of any meeting by a written statement executed either before or after the meeting.

Section 11. Quorum. All Directors then in office shall constitute a quorum for the transaction of business or any specified item of business at any meeting of the Board of Directors. If a quorum is not present at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting to another time without notice other than by announcement at the meeting, until such a quorum is present, except that notice of such adjournment shall be given to any directors who were not present at the time of the adjournment.

Section 12. Written Consent. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action in accordance with the voting procedures set out in Section 12. Such consent may be written or electronic. The resolution and written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 13. Telephone Meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed presence in person at such meeting.

Section 14. Observers. Each Member shall nominate one Observer for a term of two years and each shall serve for such term and until the nomination of a successor, or until such director's death, resignation, or removal. Observers may serve a maximum of two consecutive

terms. An Observer shall be entitled to observe all meetings of the Board of Directors, but shall not be entitled to vote on matters related to or to manage the affairs of the Corporation.

ARTICLE VI

COMMITTEES

Section 1. Committees of the Board of Directors. The Board of Directors may designate and appoint one or more committees, each consisting of three or more directors or observers, which committees, to the extent provided in said resolution, may have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing these Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Corporation; amending the Certificate of Incorporation of the Corporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

Section 2. Committees of the Confederation. The President shall appoint non-director members to Committees of the Confederation as they shall from time to time deem appropriate, subject to ratification by the Board. Such committees are to have the power and duties designated by the Board of Directors by resolution. Committees of the Confederation shall be accountable to the Board and shall not exercise the authority of the Board of Directors in the management of the Corporation. Directors shall not be appointed to, and shall not serve on, Committees of the Confederation.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Vacancies. Vacancies in the membership of committees may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE

V

OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of at least a President, President-Elect, a Secretary and a Treasurer. The Corporation may have such other officers and assistant officers as the Board of Directors may from time to time deem necessary, including a President-elect, such officers to have the authority, and to perform the duties prescribed from time to time by the Board of Directors.

Section 2. Election. The officers of the Corporation shall be elected annually by a majority vote of the Board of Directors at the annual meeting of the Board of Directors, and each officer shall hold office for two years, unless determined otherwise by the Board of Directors, or until such officer's earlier death, resignation, or removal. Except as may otherwise be provided in the resolution of the Board electing an officer, no officer need be a director. One person may hold, and perform the duties of, more than one office, except that the same person may not hold the offices of President and Secretary. All officers shall be subject to the supervision and direction of the Board.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or Secretary.

Section 5. Removal. Any officer may be removed by the unanimous vote of the Board of Directors at any regular or special meeting of the Board of Directors at which a quorum is present, whenever in its judgment the best interests of the Corporation would be served thereby.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled for the unexpired portion of the term by the Board of Directors.

Section 7. President. The President shall chair meetings of the Board and shall give active direction and have control of the business and affairs of the Corporation under the direction of the Board of Directors. He or she may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 8. President-elect. The President-elect shall perform the duties of President in his/her absence and such other duties as the Board may assign.

Section 9. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and post to the organization's website; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal, if any, of the Corporation; and in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Board of Directors.

Section 10. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 11. Employee and Other Agents. The Board of Directors may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board of Directors may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

Section 12. Compensation. Any officer, employee, or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the Entire Board, and only when so authorized and in accordance with Article VIII of these by-laws.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VIII

INTERESTED PARTY TRANSACTIONS

For purposes of these bylaws, an "Interested Party Transaction" is any contract or other transaction or arrangement between the Corporation and (a) any present director or any individual who has served as a director in the five years preceding the transaction (a "**past director**"), (b) any family member of a present or past director, (c) any corporation, partnership, trust, or other entity in which a present or past director is a director, officer, or holder of a financial interest, (d) any present officer or any individual who has served as an officer in the five years preceding the transaction (a "**past officer**"), (e) any family member of a present or past officer, or (f) any corporation, partnership, trust, or other entity in which a present or past officer is a director, officer, or holder of a financial interest.

In any instance where the Corporation proposes to enter into an Interested Party Transaction, it shall follow the procedures and rules set forth in the Corporation's Conflict of Interest Policy adopted by the Board of Directors and as amended from time to time (which is attached hereto as Exhibit A and incorporated into these by-laws by reference).

ARTICLE IX

MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 2. Notice. Whenever under the provisions of these Bylaws, the Certificate of Incorporation of the Corporation or statute, notice is required to be given to a director, committee member, or officer, such notice shall be given in writing, by first-class mail or express delivery service with postage, express delivery charges thereon prepaid, or by electronic mail to such person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the United States mail or delivered to the express delivery service. Notice may also be given by hand delivery, facsimile, email, or telephone, and will be deemed given when received.

Section 3. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members of its Board of Directors.

ARTICLE IX

INDEMNIFICATION

Unless otherwise prohibited by law, the Corporation may indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities (including attorney's fees) actually and necessarily incurred by him or imposed on him in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his own negligence or misconduct in the performance of a duty to the Corporation.

The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE X

AMENDMENTS TO BYLAWS

Subject to Section 4 of Article III, these Bylaws may be amended or repealed or new Bylaws adopted upon the affirmative vote of a majority of the entire Board of Directors at any regular or special meeting of the Board of Directors; provided however that any amendment seeking to increase quorum requirements for purposes of meeting of the Board of Directors or the number of vote required to approve certain transactions of business will be valid if provided at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed alteration, with notice given in accordance with the notice provisions for special meetings set forth herein. If these by-laws are altered, amended, or repealed by the Board of Directors, the bylaws so adopted, amended, or repealed shall be set forth in the notice of the next meeting of members for the election of directors, together with a short description of the material changes made. An amendment shall be effective immediately after adoption unless a later effective date is specifically adopted at the time the amendment is enacted.

Schedule I

1. Amendment of Bylaws.

EXHIBIT A

[See attached.]